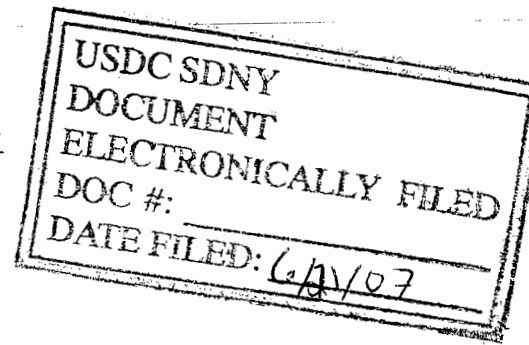


BATS/T

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK



-----X
LOCALS 302 AND 612 OF THE
INTERNATIONAL UNION OF OPERATING
ENGINEERS-EMPLOYERS CONSTRUCTION
INDUSTRY RETIREMENT TRUST,
Derivatively on Behalf of
LEHMAN BROTHERS HOLDINGS, INC.,

Plaintiff,

v.

RICHARD S. FULD, JR., JOSEPH M.
GREGORY, CHRISTOPHER M. O'MEARA,
THOMAS A. RUSSO, JEREMY M. ISAACS,
DAVID GOLDFARB, BRADLEY H. JACK,
JEFFREY VANDERBEEK, JONATHAN E.
BEYMAN, MICHAEL L. AINSLIE, JOHN F.
AKERS, ROGER S. BERLIND, THOMAS H.
CRUIKSHANK, MARSHA JOHNSON EVANS,
SIR CHRISTOPHER GENT, ROLAND A.
HERNANDEZ, HENRY KAUFMAN, JOHN D.
MACOMBER and DINA MERRILL,

Defendants,

- and -

LEHMAN BROTHERS HOLDINGS, INC.,

Nominal Defendant.
-----X

Case No.: 07-CV-03950 (DAB/HBP)

STIPULATION AND ORDER /DAB/

WHEREAS Plaintiff Locals 302 and 612 of the International Union of Operating Engineers-Employers Construction Industry Retirement Trust ("International Union") filed a complaint in the United States District Court for the Southern District of New York on or about

May 21, 2007 entitled *International Union ex rel. Lehman Brothers Holdings, Inc. v. Fuld, et al.*, Civil Action No. 07-CV-03950;

WHEREAS there are two related cases currently pending in this Court, namely *Garber ex rel. Lehman Brothers Holdings, Inc. v. Fuld, et al.*, Civil Action No. 07-CV-02990 and *Staehr ex rel. Lehman Brothers Holdings, Inc. v. Fuld, et al.*, Civil Action No. 07-CV-03562 (the "Related Actions");

WHEREAS Nominal Defendant Lehman and the individual defendants were served with the summons and complaint in this action on June 1, 2007;

WHEREAS Nominal Defendant Lehman and the individual defendants currently have until June 21, 2007 to answer or move to dismiss the complaint in this action pursuant to Fed. R. Civ. P. 12;

WHEREAS counsel for International Union and counsel for Defendants consider an extension of Defendants' time to respond in order to seek consolidation of this action with the Related Actions to be in the best interests of all parties and the most efficient use of the Court's resources;

NOW, THEREFORE, it is hereby STIPULATED AND AGREED by and between the undersigned counsel as follows:

1. Nominal Defendant Lehman and the individual defendants' response date to the complaint filed in this action is hereby adjourned pending the consolidation of this action with the Related Actions and the appointment of lead plaintiff and/or lead counsel.
2. A consolidated complaint shall be filed within forty-five (45) days after the appointment of lead plaintiff and/or lead counsel.

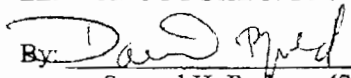
3. Within forty-five (45) days after they are served with a copy of the consolidated complaint, Lehman and any individuals named as defendants therein shall answer or move to dismiss the consolidated complaint.

4. If motions to dismiss are filed by Lehman and/or any individual defendants, then Plaintiffs shall file their opposition, if any, within forty-five (45) days after the filing of such motion(s).

5. Lehman and/or any moving individual defendants shall file their replies on their motion(s), if any, within twenty-one (21) days after the filing of Plaintiffs' opposition papers.

6. This Stipulation shall not prejudice any party's rights in this action.

LERACH COUGHLIN STOIA GELLER RUDMAN & ROBBINS LLP

By: 
Samuel H. Rudman (SR-7957)
David A. Rosenfeld (DR-7564)

Dated: June 19, 2007

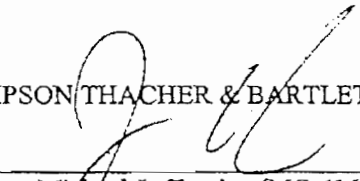
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*Attorneys for Locals 302 and 612 of the International Union of Operating Engineers-Employers
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SIMPSON THACHER & BARTLETT LLP

By: 
Michael J. Chepiga (MC-4168)
James G. Gamble (JG-6286)
Eric M. Albert (EA-7169)

Dated: June 19, 2007

425 Lexington Avenue
New York, New York 10017
Telephone: (212) 455-2000
Facsimile: (212) 455-2502

Attorneys for Defendants

IT IS SO ORDERED this 21st day of June, 2007.


HON. DEBORAH A. BATTS
UNITED STATES DISTRICT JUDGE